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(Requestor's Name)

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(City/State/Zip/Phone #)

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PICK-UP

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MAIL

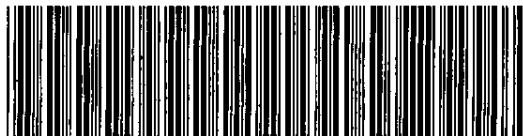
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000170425160

02/26/10--01021--005 **52.50

97.50

03/19/10--01002--025 **97.50

FILED
10 MAR 19 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. HAWKES

MAR 1 2010

EXAMINER

1110-10581



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 11, 2010

H CRANSTON POPE
PO BOX 1609
PANAMA CITY, FL 32402

SUBJECT: HILL FAMILY INVESTMENTS, LLC
Ref. Number: W10000010551

We have received your document for HILL FAMILY INVESTMENTS, LLC and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6955.

Suzanne Hawkes
Regulatory Specialist II

Letter Number: 210A00006128



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 2, 2010

H CRANSTON POPE
PO BOX 1609
PANAMA CITY, FL 32402

SUBJECT: HILL FAMILY INVESTMENTS, LLC
Ref. Number: W10000010551

Wrong Name

We have received your document for HILL FAMILY INVESTMENTS, LLC and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6955.

Suzanne Hawkes
Regulatory Specialist II

Letter Number: 910A00005148

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Hill Family Properties, LLC
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

H. Cranston Pope
(Contact Person)
Pope & Barloga, P.A.
(Firm/Company)
P.O. Box 1609
(Address)
Panama City, Florida 32402
(City, State and Zip Code)
hcp@popebarloga.com
E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

H. Cranston Pope at (850) 784-9174
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)	<input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status	<input type="checkbox"/> \$180.00 Filing Fees and Certified Copy	<input type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status
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STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

W. A. Hill, Sr. Family Limited Partnership

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited partnership

(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida 1997-1873
(Enter state, or if a non-U.S. entity, the name of the country)

on August 28, 1997

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

n/a

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

Hill Family Properties, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 11 day of March 2010.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: [Signature]
Printed Name: Paige J. Hill Title: Manager

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: [Signature]
Printed Name: Paige J. Hill Title: General Partner

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

FILED
10 MAR 19 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
HILL FAMILY PROPERTIES, LLC**

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned hereby adopts the following Limited Liability Company Articles of Organization:

ARTICLE I - NAME

The name of this Limited Liability Company is HILL FAMILY PROPERTIES, LLC.

ARTICLE II - DURATION

The Company shall exist perpetually.

ARTICLE III - CLASSES OF MEMBERS

Unless otherwise provided in the Members Operating Agreement, the Limited Liability Company shall have two classes of members (Class A and Class B) with voting rights as set forth in that Agreement. Ownership shall be measured in Units and this Limited Liability Company shall be authorized to issue 5,000 Class A Units and 95,000 Class B Units.

ARTICLE IV - MAILING ADDRESS AND STREET ADDRESS

The mailing address and the street address of the principal office of the Company is 16241 E. Lullwater Drive, Panama City Beach, FL 32413.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent of the Company is Paige J. Hill, 16241 E. Lullwater Drive, Panama City Beach, FL 32413.

ARTICLE VI - MEMBERSHIP

The Members may permit the admission of Additional Members, upon the unanimous consent of all Members of the Company.

ARTICLE VII - CONTINUATION OF BUSINESS

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which would otherwise terminate the continued membership of a Member in the Company, the remaining Members of the Company may continue the business of the Company.


ARTICLE VIII - MANAGEMENT

The Company shall be manager managed. The name and address of the initial Manager of the Company is:

Paige J. Hill
16241 E. Lullwater Drive
Panama City Beach, FL 32413

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10 MAR 19 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, a member of the company, has executed these Articles of Organization on this 11th day of February, 2010.

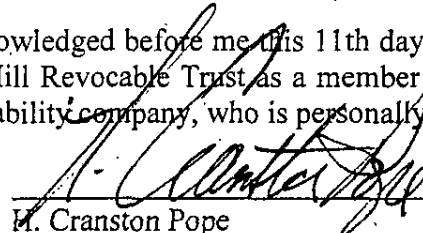
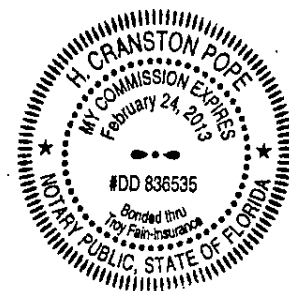


Paige J. Hill, Trustee for the Paige J. Hill
Revocable Trust

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 11th day of February, 2010, by Paige J. Hill, Trustee for the Paige J. Hill Revocable Trust as a member of HILL FAMILY PROPERTIES, LLC, a Florida limited liability company, who is personally known to me.

(SEAL)


H. Cranston Pope
Notary Public

Fax Audit No.

FILED
10 MAR 19 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT OF ACCEPTANCE AND
DESIGNATION OF REGISTERED AGENT
OF
HILL FAMILY PROPERTIES, LLC

STATE OF FLORIDA
COUNTY OF BAY

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is HILL FAMILY PROPERTIES, LLC.

The name of the registered agent for HILL FAMILY PROPERTIES, LLC, is Paige J. Hill, and the street address of the registered agent is 16241 E. Lullwater Drive, Panama City Beach, FL 32413.

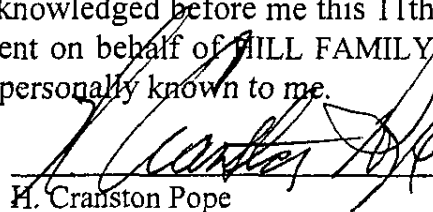
This statement is to acknowledge that, as indicated above, HILL FAMILY PROPERTIES, LLC, has appointed me, Paige J. Hill, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

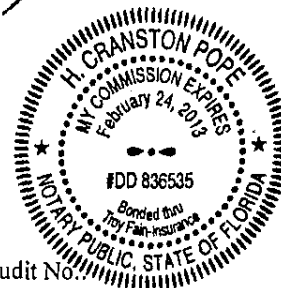
DATED this 11th day of February, 2010.


Paige J. Hill
Registered Agent

The foregoing instrument was acknowledged before me this 11th day of February, 2010, by Paige J. Hill, as registered agent on behalf of HILL FAMILY PROPERTIES, LLC, a limited liability company who is personally known to me.

(SEAL)


H. Cranston Pope
Notary Public



Fax Audit No.